

Naomi Burton
July 20, 2022

IN THE UNITED STATES JUDICIAL DISTRICT COURT
FOR THE CENTRAL DISTRICT OF UTAH

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OL Private Counsel, LLC,)	
)	
Plaintiff,)	
)	Civil No: 2:21-CV-00455-DDB-DAO
v.)	Judge David Barlow
)	
Ephraim Olson,)	
)	
Defendant.)	
_____)	

DEPOSITION OF NAOMI BURTON

TAKEN THROUGH ADVANCED REPORTING SOLUTIONS

Wednesday, July 20, 2022

9:06 a.m. to 3:19 p.m.

Foley & Lardner
299 South Main Street
Suite 2000
Salt Lake City, Utah 84111

Reported by: Kimberly A. Harmon, RPR, CRR, CSR

ADVANCED REPORTING SOLUTIONS
(801)691-1000

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<p style="text-align: right;">Page 142</p> <p>1 involves?</p> <p>2 A. It's the shareholder -- a shareholder of</p> <p>3 Bison. It is about getting documents and financial</p> <p>4 statements for the corporation and other oppression</p> <p>5 actions that have been taken.</p> <p>6 Q. And you filed that action; is that correct?</p> <p>7 A. Yes, I did.</p> <p>8 Q. And who represents you in that case?</p> <p>9 A. Dave Hill and Brett Style. Or --</p> <p>10 Q. And where -- sorry.</p> <p>11 A. Syt- -- I -- Sytle or Style. I can't...</p> <p>12 Q. And have you discussed that case with</p> <p>13 Ephraim?</p> <p>14 A. Yes.</p> <p>15 Q. Okay. What have you discussed with Ephraim</p> <p>16 about the oppression action about the Bison</p> <p>17 Conservation Ranch?</p> <p>18 A. That I was going to file it.</p> <p>19 Q. Did he give you advice about filing it?</p> <p>20 A. No.</p> <p>21 Q. Did he provide any information, whether</p> <p>22 verbally or in documents, for those -- those actions,</p> <p>23 the oppression actions?</p> <p>24 A. No.</p> <p>25 Q. Did Carolyn provide you with any documents</p>	<p style="text-align: right;">Page 144</p> <p>1 Q. Are you familiar with that entity?</p> <p>2 A. I think it became -- I believe it became</p> <p>3 Waterton Land Trust Ltd., which I was a director of.</p> <p>4 Q. Which you were a director of; is that right?</p> <p>5 A. (Witness nods head.)</p> <p>6 Q. What was the purposes of this trust?</p> <p>7 A. It was family assets.</p> <p>8 Q. What does that mean?</p> <p>9 A. Things that were for the family. Like, I</p> <p>10 believe it holds a ranch, and that was -- that my dad</p> <p>11 bought, and I think he put it in a trust so that it</p> <p>12 wouldn't be taxed or something like that. But it was</p> <p>13 our family ranch.</p> <p>14 Q. Are there any other purposes other than</p> <p>15 holding assets for that trust?</p> <p>16 A. Not that I know of.</p> <p>17 Q. And -- and you were the director of the</p> <p>18 trustee for the trust for a period of time; correct?</p> <p>19 A. I believe I was the director of the company</p> <p>20 that was the trustee.</p> <p>21 Q. Are the assets of this trust matrimonial</p> <p>22 property?</p> <p>23 MR. HOFFMAN: Objection. Legal conclusion.</p> <p>24 Vague and ambiguous. Foundation.</p> <p>25 ///</p>
<p style="text-align: right;">Page 143</p> <p>1 or information for that oppression action?</p> <p>2 A. No. No.</p> <p>3 Q. Do you know whether Ephraim or Carolyn's</p> <p>4 lawyers provided any information to your lawyers for</p> <p>5 that oppression action?</p> <p>6 A. I do not know.</p> <p>7 Q. Are you familiar with the Waterton Land</p> <p>8 Trust?</p> <p>9 A. Yes.</p> <p>10 Q. I think the easiest place for us to look at</p> <p>11 this is to go back to Exhibit 2. Or wait. No,</p> <p>12 that's 6, I think; right? Let's go back to</p> <p>13 Exhibit 6. Page 278.</p> <p>14 Do you recognize this document at page 278</p> <p>15 of Exhibit 6?</p> <p>16 A. 278. Yes.</p> <p>17 Q. And what is this document?</p> <p>18 A. I believe it's the document -- sorry.</p> <p>19 It's -- I think it's the Waterton Land Trust</p> <p>20 document.</p> <p>21 Q. On that first page, 278, it recognizes the</p> <p>22 original trustee as an entity called 1030911 Alberta</p> <p>23 LTD.</p> <p>24 Do you see that?</p> <p>25 A. Yes.</p>	<p style="text-align: right;">Page 145</p> <p>1 BY MS. CALL:</p> <p>2 Q. I'm going to use a different term.</p> <p>3 Are they marital assets? That's a term you</p> <p>4 used in your Manitoba legal society complaint.</p> <p>5 MR. HOFFMAN: Same objection.</p> <p>6 THE WITNESS: I would consider them for the</p> <p>7 same reasons. They were -- the money used to</p> <p>8 purchase them was acquired during the time that my</p> <p>9 parents were married.</p> <p>10 BY MS. CALL:</p> <p>11 Q. And who explained the marital -- that the</p> <p>12 assets of this trust were marital assets to you?</p> <p>13 A. I don't recall who explained to me what</p> <p>14 marital property means, but it was explained to me</p> <p>15 that it was any -- anything that was accrued during a</p> <p>16 marriage. This was purchased, I think, in 2004 or</p> <p>17 2005, and my parents were married at the time, so</p> <p>18 I -- for those reasons, I believe it's marital</p> <p>19 property. And it was purchased -- as a kid, I</p> <p>20 remember it was purchased as our family ranch.</p> <p>21 Q. What were some of the duties that you</p> <p>22 performed as a director for the entity that was the</p> <p>23 trustee for the Waterton Land Trust?</p> <p>24 A. I don't recall.</p> <p>25 Q. Did you perform any duties as the director</p>

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<p style="text-align: right;">Page 146</p> <p>1 for a corporate entity that was the trustee for the</p> <p>2 trust?</p> <p>3 A. I don't recall.</p> <p>4 Q. Can you recall any duty that you would have</p> <p>5 performed in that capacity?</p> <p>6 A. I don't remember.</p> <p>7 Q. Okay. Have you ever received documents</p> <p>8 about the Waterton Land Trust?</p> <p>9 A. The corporation or the trust?</p> <p>10 Q. The trust.</p> <p>11 A. I received the trust instrument and the</p> <p>12 resolution -- a trustee resolution, I think it's</p> <p>13 called.</p> <p>14 Q. Who did you receive the trust instrument</p> <p>15 from?</p> <p>16 A. My lawyer.</p> <p>17 Q. Who did your lawyer receive it from?</p> <p>18 MR. HOFFMAN: Objection. Foundation.</p> <p>19 THE WITNESS: I don't know.</p> <p>20 BY MS. CALL:</p> <p>21 Q. Your lawyer just appeared one day with a</p> <p>22 trust document?</p> <p>23 MR. HOFFMAN: Objection to the extent you're</p> <p>24 asking for attorney-client communications.</p> <p>25 ///</p>	<p style="text-align: right;">Page 148</p> <p>1 Q. So it was attached to a filing in opposition</p> <p>2 to your motion to join?</p> <p>3 A. I believe so.</p> <p>4 Q. Have you received any other documents about</p> <p>5 the Waterton Land Trust?</p> <p>6 A. In response to a different suit, I think</p> <p>7 there's, like, a DocuSign -- a supposed DocuSign of</p> <p>8 that resolution. But all of it would be in -- I</p> <p>9 don't know exactly which documents have been provided</p> <p>10 in -- in that legal litigation. I think -- those are</p> <p>11 the ones I can remember.</p> <p>12 Q. And when you're referencing "litigation"</p> <p>13 there, I think you're referencing the case you</p> <p>14 brought against Mr. Lemons; is that correct?</p> <p>15 A. Yes.</p> <p>16 Q. Have you received documents about the</p> <p>17 Waterton Land Trust Ltd., the trustee for the trust?</p> <p>18 A. I received the resignation document.</p> <p>19 Q. Any other documents you've received?</p> <p>20 A. Not that I recall.</p> <p>21 Q. And the resignation document, that was the</p> <p>22 one sent to you that we looked -- we looked at the</p> <p>23 emails earlier about that in regard to your</p> <p>24 resignation; correct?</p> <p>25 A. Correct.</p>
<p style="text-align: right;">Page 147</p> <p>1 BY MS. CALL:</p> <p>2 Q. I don't want to know what your lawyer told</p> <p>3 you. I just want to know where the document came</p> <p>4 from. That's not privileged.</p> <p>5 MR. HOFFMAN: Well --</p> <p>6 THE WITNESS: I don't know.</p> <p>7 BY MS. CALL:</p> <p>8 Q. And then you mentioned you also received a</p> <p>9 resolution.</p> <p>10 Who did you receive the resolution from?</p> <p>11 A. My lawyer.</p> <p>12 Q. And do you know where that came from?</p> <p>13 MR. HOFFMAN: To the extent that you have to</p> <p>14 rev- -- reveal attorney-client privileged</p> <p>15 communications to answer the question, I instruct you</p> <p>16 not to do that. But if you can answer it based on</p> <p>17 nonprivileged information, go ahead.</p> <p>18 BY MS. CALL:</p> <p>19 Q. So I don't want you -- advice your lawyer</p> <p>20 gave you or any information you told your lawyer, but</p> <p>21 where a document came from, that's -- that's what I'm</p> <p>22 interested in, is whether you know where that</p> <p>23 document came from.</p> <p>24 A. I believe it was filed as a response to my</p> <p>25 motion to intervene in the divorce suit.</p>	<p style="text-align: right;">Page 149</p> <p>1 Q. How did you learn of your removal as trustee</p> <p>2 of the Waterton Land Trust LTD? Or -- I'm sorry.</p> <p>3 How did you learn of your removal as a</p> <p>4 beneficiary of the Waterton Land Trust?</p> <p>5 A. I think my mom mentioned it.</p> <p>6 Q. Do you recall when?</p> <p>7 A. I don't.</p> <p>8 Q. How did she know?</p> <p>9 MR. HOFFMAN: Object to foundation.</p> <p>10 THE WITNESS: I don't know.</p> <p>11 BY MS. CALL:</p> <p>12 Q. She didn't tell you where she learned that</p> <p>13 information?</p> <p>14 A. Not that I recall.</p> <p>15 Q. How did the topic come up? Why did she tell</p> <p>16 you?</p> <p>17 A. I think she found it surprising.</p> <p>18 Q. And she didn't -- she found it surprising,</p> <p>19 and she didn't tell you where she got the</p> <p>20 information?</p> <p>21 A. I don't know exactly.</p> <p>22 Q. Did you ask her?</p> <p>23 A. I think it had something to do in the case.</p> <p>24 Q. Which case?</p> <p>25 A. Her divorce.</p>

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<p style="text-align: right;">Page 150</p> <p>1 Q. You think she learned of your removal as 2 trustee through the divorce -- or as beneficiary 3 through the divorce? 4 A. I believe so. 5 Q. Is that what she told you? 6 A. I don't remember. 7 Q. Did she provide you with the resolution 8 documenting your removal? 9 A. No. 10 Q. When did you see that resolution for the 11 first time? 12 A. I believe it was September 2021. 13 Q. And who provided it to you? 14 A. My lawyer. 15 Q. Your lawyer in which action? 16 A. Steve Mayfield. In my request to intervene. 17 Q. In the divorce case? 18 A. Yeah. I believe it was also provided to my 19 Canadian counsel, Jake Maslowski. 20 Q. When you were serving as a director for the 21 Waterton Land LTD in its capacity as trustee for the 22 Waterton Land Trust, what tax returns were filed? 23 A. I don't recall. 24 Q. Did you ever know that information? 25 A. Not that I can remember.</p>	<p style="text-align: right;">Page 152</p> <p>1 bolded sentence with the letter A in front of it. 2 Do you see that? 3 A. Yes. 4 Q. And that says that the table below -- well, 5 I'll represent to you that the table below is below 6 this language. It states: 7 "The name and, if known, the address and 8 telephone number of each individual likely to 9 have discoverable information - along with 10 the subjects of that information - that the 11 disclosing party may use to support its 12 claims or defenses, unless the use would be 13 solely for impeachment." 14 And then if you look at page 4, the last 15 name in that table is yours. 16 Do you see that? 17 A. Yes. Sorry. I don't quite understand what 18 this -- what am I looking at? 19 Q. So this is a fi -- a -- a discovery 20 document served by Ephraim's counsel in this case. 21 A. Okay. 22 Q. Have you seen this before? I should have 23 asked you that to start with. No? 24 A. No. 25 Q. Okay. So here, Ephraim's counsel, in the</p>
<p style="text-align: right;">Page 151</p> <p>1 Q. Did you request documents related to the 2 Waterton Land Trust? 3 A. I believe I did. 4 Q. When? 5 A. I believe it was with my original request 6 that Jakub Maslowski sent. 7 Q. Did you get the documents you requested? 8 A. No, I didn't. I got a few documents. 9 Q. Have you ever heard -- well, let me just ask 10 you what documents you received. 11 A. I believe I received the trust instrument 12 for OMCT, some trial balances prepared by my dad's 13 law firm, and a number of tax returns. Some were 14 signed, some were unsigned. And at some point, I 15 also received the Bison Conservation Ranch's 16 incorporation document in conjuncture with that 17 request. 18 MS. CALL: We'll mark this as 9. 19 (Exhibit 9 was marked for 20 identification.) 21 BY MS. CALL: 22 Q. I'll represent to you that these are initial 23 disclosures provided by Ephraim Olson in this case. 24 I wanted you to turn -- it's not -- the pages aren't 25 numbered, but if you'll look on page 2, there's a</p>	<p style="text-align: right;">Page 153</p> <p>1 column that states "Subject Matter of Discoverable 2 Information," for you, it says: 3 "Naomi Burton has information regarding 4 Plaintiff's claims and Defendant's 5 counterclaims set forth in the pleadings on 6 file with the Court." 7 Do you see that? 8 A. Yeah. 9 Q. Have you ever seen the complaint before 10 today? 11 A. Not that I remember. 12 Q. Have you ever seen Defendant's answer in 13 this case? 14 A. I don't -- is that the one that was included 15 with the subpoena? There was something included in 16 the document subpoena, and I think that was -- if 17 that was the answer or the counterclaim. You would 18 know that. 19 Q. Did you -- did you review the counterclaim? 20 A. Yes. 21 Q. And are you -- or do you have information 22 related to Plaintiff's claims and Defendant's 23 counterclaims in this case? 24 A. I don't know enough to say. 25 Q. Okay. Let me ask you about the Mareva</p>